



Bassari Resources Ltd
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Dear Fellow Shareholder,

The past six months has seen a number of very exciting developments for Bassari Resources.

In June we completed a feasibility study for our Makabingui Gold Project in Senegal, that returned outstanding results, including an average gold grade of >5.6 g/t gold, low cash costs of US\$683/oz, minimal capital cost of \$12.1 million and an IRR of 404%. Our largest pit shows potential for even higher gold grade of 7.5g/t gold.

We have moved quickly to commence a scoping study on the high grade underground potential at Makabingui where high grade targets beneath our largest pit show potential for over 10 g/t gold material can be mined.

We have secured a highly experienced team to take Makabingui through the development phase into production led by our Managing Director, Jozsef Patarica and we are now pushing hard to get Makabingui into production.

A high-grade gold project is a major advantage in a difficult environment for gold companies. High grade leads to lower operating costs and higher returns for shareholders. Makabingui's feasibility results confirmed that we have a highly profitable project that will generate a strong cashflow with a quick payback period.

Advancing the Environmental and Social Impact Study (ESIS), together with our mining permit application will mark another significant milestone on approval. We have strong support from a politically stable, pro-mining Government to fast-track the project to development.

Recent placements raised a total of \$2.1 million with a further \$4.6 million to be raised by way of the one-for-five (1-for-5) non renounceable pro-rata rights issue which will provide further development funds for Makabingui along with working capital. We are continuing our review of a considerable range of funding options attracted by the low capital cost, high grade and excellent metallurgical recovery, strong cash flow and rapid capital payback opportunity.

Our focus now is fast tracking the development phase for early production from the near-surface, open-pit mining at Makabingui, as well as further field work to increase the mineable resources at Makabingui. This will be from within the one million ounce resource and along strike to the south within the major gold corridor, where we expect to define further high grade gold resources.

We are well on our way to becoming a significant gold producer from Makabingui in the first half of 2015 and we look forward to the journey of transitioning from explorer to producer in the coming year.

Regards,

Alex Mackenzie
Executive Chairman

BASSARI RESOURCES LIMITED

[ABN 84 123 939 042]

1 FOR 5 RIGHTS ISSUE OFFER DOCUMENT

This is an important document and requires your immediate attention. It should be read in its entirety.

1. INTRODUCTION

Bassari Resources Limited ("Bassari") is making a non-renounceable pro-rata offer to its eligible shareholders of 1 new share for every 5 shares held at the Record Date at an issue price of 2 cents (\$0.02) per share to raise up to approximately \$4.6 million before costs of the issue ("the Offer").

The Offer is being made under section 708AA of the Corporations Act. This Offer Document is not a prospectus and does not contain all of the information that would ordinarily be contained in a prospectus. Please carefully consider the risks and other information contained in this Prospectus in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements.

Information about the Company and its projects, and updated releases about events or matters affecting the Company can be obtained from the Company's website (www.bassari.com.au) and the Company's ASX announcements (which are also available on the Company's website, and on the ASX's website www.asx.com.au).

Shareholders should be aware that investment in Bassari involves risks, which may be higher than or different to risks associated with investments in other companies. These include risks relating to the Company's business, risks associated with resource exploration, risks relating to the offer and risks associated with financial investment generally. Please refer to Section 4 of this Offer Document for information about risks factors that may affect the Company. Investors should consider the investment in Bassari speculative. If you are in doubt what to do or whether to accept the Offer you should consult your stockbroker, accountant, solicitor or other professional adviser without delay.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by Bassari in connection with the Offer.

2. DETAILS OF OFFER

2.1 The Offer

The Offer is made to registered holders of Bassari shares on the Record Date whose address in the Bassari's register of members is in Australia, New Zealand, Hong Kong, Nevis (in the Federation of Saint Kitts and Nevis), Senegal and the United Kingdom on the

basis of one new share for every five shares held at the Record Date (rounding up fractional entitlements).

Shares currently on issue	1,147,841,258
New shares offered (1 for 5)*	229,568,252
Total shares on issue if fully subscribed*	1,377,409,510

** Subject to rounding*

The Record Date is 15 August 2014. The Closing Date is 8 September 2014 (which may be extended without notice). Other dates are set out in the timetable below.

The Offer is not underwritten. The Offer is non-renounceable and rights to entitlements are not able to be traded or transferred.

The shares issued under the offer will be fully paid ordinary shares in the capital of Bassari ranking equally in all respects with the existing fully paid shares from the date of their issue.

2.2 Timetable

Lodgement of offer announcement and Appendix 3B	8 August 2014
Existing shares quoted "ex" rights	13 August 2014
Record Date for determining Entitlements to participate in Offer (at 7.00 pm in Melbourne, Victoria)	15 August 2014
Dispatch of Offer Document and Entitlement & Acceptance Form	20 August 2014
Closing Date for acceptance of Offer and payment in full (at 5.00pm in Melbourne, Victoria)*	8 September 2014
Shares quoted on deferred settlement basis	9 September 2014
Company notifies ASX of under subscriptions	11 September 2014
Issue date. Deferred settlement trading ends.	15 September 2014

** Subject to the Listing Rules of ASX, the directors reserve the right to extend the Closing Date for the Offer. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the shares.*

2.3 Entitlements and Acceptances

Your entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer. You may only accept the Offer by:

- (a) making payment by BPay¹ in accordance with the instructions on your personalised Entitlement and Acceptance Form; or
- (b) returning a completed personalised Entitlement and Acceptance Form with a cheque in accordance with the instructions on the Form.

Bassari will accept Entitlement and Acceptance Forms until 5.00 pm (in Melbourne, Victoria) on the Closing Date or such other date as the directors in their absolute discretion shall determine, subject to the requirements of the Corporations Act and the ASX Listing Rules.

2.4 Applying for additional shares

In addition to being able to accept your pro rata entitlement as shown on the Entitlement and Acceptance Form, if you accept and pay the application monies for your entire pro rata entitlement you may also apply for shares in respect of entitlements that are not subscribed for in full under the Offer ("Shortfall Shares").

Instructions for applying for additional shares are set out in your Entitlement and Acceptance Form. Applications for additional shares must be received by 5.00 pm (in Melbourne, Victoria) on the Closing Date or such other date as the directors in their absolute discretion shall determine, subject to the requirements of the Corporations Act and the ASX Listing Rules.

The Shortfall Shares will be issued at the same price and on the same terms as the Offer (ie \$0.02 (2 cents) per Shortfall Share). You may only make an application for Shortfall Shares if you accept your full entitlement to shares under the Offer.

Shortfall Shares will only be issued if the entitlements under the offer are not taken up in full. If Bassari receives applications for Shortfall Shares that would result in the Offer being oversubscribed, Bassari will not accept any oversubscriptions and will scale back applications received for Shortfall Shares at the Directors' discretion.

The Company is not obliged to accept, or issue shares in response to, applications for Shortfall Shares. The issue of any Shortfall Shares will be at the discretion of the Directors.

In the event of an application for Shortfall Shares not being accepted, including because of a scale back, the application monies received for an unsuccessful application for Shortfall Shares (or the applicable portion if the application is partly successful) will be refunded to the applicant, without interest, as soon as practicable.

No Shortfall Shares will be issued to an applicant if to do so would, to the extent of the knowledge of the company, result in a breach of the restrictions on obtaining or increasing relevant interests of greater than 20% of the Bassari's issued voting shares under Chapter 6 of the Corporations Act or would otherwise be contrary to the Corporations Act or the Listing Rules of ASX.

2.5 Paying by BPay

If paying by BPay, you should be aware that your financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that

¹ ® Registered to Bpay Pty Ltd ABN 69 079 137 518

can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit. The Company and its share registry accept no responsibility for unsuccessful, delayed, incomplete BPAY payments.

If you have multiple holdings you will have multiple BPAY reference numbers. To ensure that you receive your entitlement in respect of each holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any Shares that you wish to accept your entitlement for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding, and the excess will be treated as an application for additional shares.

3. EFFECT ON CONTROL OF THE COMPANY

The potential effect the issue of the shares under the Offer will have on control of the company is as follows:

- (a) if all eligible shareholders take up their entitlements to shares under the Offer and shares that would otherwise have been offered to non-eligible shareholders are not sold, then the Offer will not have a significant effect on the control of the Company; and
- (b) to the extent that a shareholder does not or is not eligible to take up their entitlement under the Offer, the shareholder's shareholding will be diluted.

Other than the dilution referred to above, there are no material consequences for the company of the effects describe above. In particular, no person will acquire a relevant interest in more than 20% of the issued voting shares of the company under the Offer, and as a result the Offer will not have a material effect on control of the company.

Examples of the dilutive effect of not accepting entitlements in full, assuming other shareholders accept their entitlements in full and that no Shortfall Shares are issued, are set out in the table below. It should be noted that if other shareholders do not accept their entitlements in full the dilutive effect will be reduced.

Shareholder (example)	Holding at the Record Date	% at the Record Date*	1 for 5 entitlement under the Offer	Holding if entitlement not taken up	As % of total Shares on issue after the Offer*
A	100,000	0.01%	20,000	100,000	0.01%
B	500,000	0.04%	100,000	500,000	0.04%
C	1,000,000	0.09%	200,000	1,000,000	0.07%
D	5,000,000	0.44	1,000,000	5,000,000	0.36%
E	10,000,000	0.87%	2,000,000	10,000,000	0.73%
F	11,478,413	1%	2,295,683	11,478,413	0.84%
G	20,000,000	1.74%	4,000,000	20,000,000	1.46%

* Rounded.

The table below sets out additional information based on differing levels of take up of entitlements by shareholders. Each case shows diluted percentage of a notional pre-Offer holding of 1% if the shareholder did not take up its entitlement, assuming the specified percentage of other shareholders took up their entitlements in full and that no Shortfall Shares are issued.

Percentage of entitlements taken up	Number of new shares issued	Total shares on issue (including new shares)	A pre-Offer 1% holding dilutes to:
100%	229,568,252	1,377,409,510	Not applicable
75%	172,176,189	1,320,017,447	0.87%*
50%	129,132,142	1,276,973,400	0.90%*
25%	96,849,106	1,244,690,364	0.92%*
0%	None	1,147,841,258	1% (no dilution)

* Rounded.

The following table sets out the direct and indirect interests of the Directors and other holders of relevant interests in 5% or more of the issued shares of the Company (including associates' holdings) notified to the Company as at the date of their Offer Document. Assuming all shareholders take up their entitlements, the percentages at the Record Date below will not change. The maximum percentage that would be held if no other shareholders take up their entitlements is also shown. The actual percentage if not all shareholders take up their entitlements will depend on the extent to which entitlements are taken up by other shareholders.

Holder (total direct & indirect relevant interests)^	Holding at the Record Date	% at the Record Date*	1 for 5 entitlement under the Offer	Holding if entitlement taken up	As % of total Shares on issue after the Offer if no other entitlements taken up *
<i>Directors:^</i>					
Mr A Mackenzie	47,885,734	4.17%	9,577,147	57,462,881	4.96%
Mr J Patarica	1,807,914	0.16%	361,583	2,169,497	0.19%
Mr C Young	300,000	0.03%	60,000	360,000	0.03%
Mr P Bruce	Nil	-	Nil	Not applicable	-
<i>Current holders of 5% or more of the issued shares of the Company:^</i>					
HEGL Investments Pty Ltd	139,583,333	12.16%	27,916,667	167,500,000	14.25%
BCM International Limited	110,000,000	9.58%	22,000,000	132,000,000	11.28%

* Rounded.

^ Including associates, where applicable.

4. RISKS

The Company' business activities are subject to a range of risks. The risks described below, and others not specifically referred to, may in the future materially affect the financial and non-financial performance of the Company and the value of existing or new shares.

The summary below describes some of the major risk factors to be aware of in evaluating the Company's business and the risks of an investment in the Company before making any decision regarding accepting entitlements to new Shares. The summary is not exhaustive.

The shares offered under this Offer Document should be considered speculative. Investors should consult their professional advisors before making any decision regarding entitlements to new shares or investment in the Company.

4.1 Company Specific Risks

- (a) Mining and exploration risk: The performance of the Company will depend in part on the development of resources and its management of operations. There is no certainty that any program or project will be successful, or that if any resources are identified that they can or will be successfully or economically exploited within a particular timeframe or at all.
- (b) Environmental regulation and risk: Significant liability can be imposed on the Company for environmental damage, clean up costs, or penalties for non-compliance with environmental laws or regulations. Cost of compliance with environmental regulatory requirements may have a substantial impact on the Company's costs or the potential viability or ability to obtain funding for projects.
- (c) Tenements: The Company's exploration activities are dependent upon the grant and maintenance of appropriate licences, permits, resource consents, access arrangements and regulatory authorities (authorisations). Tenements and other rights or arrangements may not be able to be maintained, renewed or extended or, in the case of exploration tenements, converted to mining tenements, in a timely manner or at all. The maintenance of tenements may require significant further investment and activity, incurring significant further expenses.
- (d) Foreign Currency and Exchange Rate Fluctuations: Expenditure of the Company, and revenue if generated, may be in currencies other than Australian dollars. The Company, its financial performance and reporting will be exposed to foreign exchange movements, which effects may be positive or negative.
- (e) Financing: The Company may require further funding to continue and complete its programs and projects or to take advantage of opportunities. There can be no assurance that any such funding will be available to the Company on favourable terms or at all.
- (f) Reliance on key management and employees: Cessation of the availability, employment or engagement of one or more of its officers, employees or contractors, or being unable to readily replace or supplement key persons, may have a detrimental impact on the Company.

- (g) Lack of production, income or dividends: There is no certainty that production may start or income be generated at any particular time or at all, or that production or the levels of revenue (if achieved) will be profitable. It is not envisaged that dividends will be paid in the foreseeable future.
- (h) Dilution: The percentage shareholding in the Company of shareholders who do not take up their entitlement pursuant to the Offer in full will be diluted.
- (i) Speculative investment: An investment in the Company involves risks that may be higher than the risks associated with an investment in other companies.

4.2 **General Risks**

- (a) General economic conditions.
- (b) Market conditions in general, and for resource sector stocks in particular. Market conditions may materially affect the price of the Company's shares regardless of the Company's performance.
- (c) Government policy changes, including material adverse changes in government policies or legislation of any countries in which the Company operates or may operate.
- (d) Commodity prices and demand.
- (e) Interruptions to activities, which may arise from a variety of causes such as natural disasters, adverse weather, disease, war and other hostilities, or political or social instability.

The Company will monitor and assess risks and may from time to time implement measures, such as foreign exchange currency hedging, to assist managing these risks. However the implementation of measures may not be possible or economically reasonable, may not eliminate all risks, and the measures themselves may expose the Company to related risks.

5. **ASX QUOTATION AND DEFERRED SETTLEMENT TRADING**

Application will be made to ASX for the official quotation of the shares to be issued under the Offer. If permission is not granted by the ASX for the official quotation of the shares to be issued under the Offer, Bassari will repay, as soon as practicable, without interest, all application monies received pursuant to the Offer.

Trading of the shares will, subject to ASX approval, occur on or about the date specified in the Timetable.

6. **TAXATION IMPLICATIONS**

The directors do not consider it appropriate to give shareholders advice regarding the taxation consequences of subscribing for shares under the Offer. Bassari, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to shareholders. As a result, shareholders should consult their professional tax adviser in connection with subscribing for shares under the Offer.

7. OVERSEAS SHAREHOLDERS

New Zealand

The Offer to New Zealand investors is being made pursuant to the Securities Act (Overseas Companies) Exemption Notice 2013.

Hong Kong

This Offer Document has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong ("Companies Ordinance"), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the laws of Hong Kong ("the SFO"). No action has been taken in Hong Kong to authorise or register this Offer Document or permit the distribution of this Offer Document or any documents issued in connection with it. Accordingly, shares have not been and will not be offered or sold in Hong Kong by means of any document other than (i) to "professional advisors" as defined in or in rules made under the SFO or (ii) in other circumstances that do not result in this Offer Document being a "prospectus" (as defined in the Companies Ordinance) or that do not constitute an offer to the public within the meaning of that ordinance.

No advertisement, invitation or document relating to the Offer has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted shares or options may sell, or offer to sell, such shares, unless the sale is exempt from the prospectus and authorization requirements of the laws of Hong Kong within six months following the date of issues of such shares.

The contents of this Offer Document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer under this Offer Document. If you are in doubt about any contents of this Offer Document, you should obtain independent professional advice.

Nevis

No offer is made in St Kitts and Nevis to the public or any person other than existing shareholders of the Company named on the personalised Entitlement and Acceptance form. This Offer Document and/or the Entitlement and Acceptance Form may not be reproduced or circulated to any other person in St Kitts and Nevis.

United Kingdom

This Offer Document does not constitute an approved prospectus for the purposes of section 85 of the Financial Services and Markets Act 2000 (FSMA) and has not been delivered for approval by, nor has it been approved by, the Financial Conduct Authority pursuant to section 85 FSMA. In the United Kingdom, no offer of shares (securities) under this Offer Document is being made in circumstances that would result in a requirement for the publication by the Company of an approved prospectus pursuant to section 85 FSMA. Any

invitation or inducement to engage in investment activity (within the meaning of the section 21 of the FMSA) received in connection with the issue or sale of securities of the Company will only be or be caused to be communicated, and if received has only been or caused to be communicated, in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Offer Document is only addressed to, and directed at, persons who are shareholders of the Company in accordance with Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "FPO") and other persons to whom it may be lawfully communicated (all such persons together being referred to as "Relevant Persons"). The Company's securities may not be offered or sold in the United Kingdom by means of this Offer Document or any other document except where publication of a prospectus pursuant to the FSMA is not required. Any investment or investment activity to which this Offer Document relates is available in the United Kingdom only to Relevant Persons and any invitation, offer or agreement to purchase the Company's securities will be engaged in only with Relevant Persons. This Offer Document should not be distributed, published or reproduced, in whole or in part, nor (other than for the purposes of Relevant Persons obtaining advice from their professional advisors) may its contents be disclosed by recipients to any other person in the United Kingdom. This Offer Document and its contents must not be acted on or relied on in the United Kingdom by persons who are not Relevant Persons.

Other countries

No offer is made to shareholders resident outside Australia, New Zealand, Hong Kong, Nevis, Senegal and the United Kingdom.

Bassari is of the view that it is unreasonable to make the Offer to shareholders outside of Australia, New Zealand, Hong Kong, Nevis, Senegal and the United Kingdom having regard to:

- (a) The number of shareholders registered outside of Australia, New Zealand, Hong Kong, Nevis, Senegal and the United Kingdom;
- (b) The number and value of securities to be offered to shareholders registered outside of Australia, New Zealand, Hong Kong, Nevis, Senegal and the United Kingdom; and
- (c) The cost of complying with the legal requirements and requirements of regulatory authorities in overseas jurisdictions.

Accordingly, the company is not required to make the Offer to non-qualifying foreign shareholders (shareholders with addresses on the company's register of members outside of Australia, New Zealand, Hong Kong, Nevis, Senegal and the United Kingdom).

Bassari has appointed Lodge Partners Pty Ltd [ABN 25 053 432 769] [AFSL No. 246271] as nominee for non-qualifying foreign shareholders, to arrange the sale of the shares which would have been offered to them. The company will transfer their share entitlements to the nominee, who will account to the company which will then despatch the net proceeds of sale (if any) to each individual non-qualifying foreign shareholder. The nominee will have absolute and sole discretion to determine the timing and the price of at which the shares may be sold and the manner of any such sale. Neither the company nor the nominee will be subject to any liability for failure to sell the shares that would have been offered to non-qualifying foreign shareholders or to sell them at a particular price. The nominee will receive a fee of

\$1,000 (plus GST), and is also entitled to deduct its costs in connection with sales. Shares which are not sold by the nominee will form part of the Shortfall Shares.

Shareholders including custodians and nominees in eligible countries who hold shares for persons who are residents of other (non-eligible) countries are responsible for ensuring that the laws of the relevant other country or countries are complied with if accepting on behalf of another person. This Offer Document and the accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer of shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document. The distribution of this Offer Document in jurisdictions outside Australia, New Zealand, Hong Kong, Nevis, Senegal and the United Kingdom may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Return of a duly completed Entitlement and Acceptance Form or payment will be taken by Bassari to constitute a representation that there has been no breach of such requirements. The Shares have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA. Any person accessing the electronic version of this Prospectus for the purpose of investing in the Company must only access it from within Australia, New Zealand, Hong Kong, Nevis, Senegal and the United Kingdom.

8. GENERAL

The Entitlement and Acceptance Form does not need to be signed by the applicant. If an Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

The amount payable on acceptance or application will be deemed not to have been received until the company is in receipt of cleared funds. Payments in cash will not be accepted. The company may reject an acceptance or application where payment of the applicable amount is not received or a cheque is not honoured, or without prejudice to its rights, issue shares in response to the acceptance or application and recover the outstanding amount from the recipient.

The Offer and any contract under it are governed by the applicable law of Victoria.

The information in this Offer Document does not constitute financial product advice. This Offer Document does not take into account the investment objectives, financial situation, tax position and particular needs of individual investors. Investors should obtain their own independent advice and consider the appropriateness of the Offer of shares pursuant to this Offer Document, and risks associated with investing in the company, having regard to their own objectives, financial situation, tax position and needs.

It is the responsibility of applicants to determine their allocation prior to trading in the shares. Applicants who sell shares before they receive their holding statements will do so at their own risk.

The directors of the company reserve the right to issue Shortfall Shares at their discretion at an issue price of not less than 2 cents (\$0.02) within three months after the Closing Date.

9. **PRIVACY**

Bassari and its share registry collect information about provided on an Entitlement and Acceptance Form for the purposes of processing the acceptances and applications and to administer security holdings in Bassari.

By submitting an Entitlement and Acceptance Form, you agree that Bassari and its share registry may use the information provided by an applicant on the Entitlement and Acceptance Form for the purposes in this privacy disclosure statement and may disclose it for those purposes to the Bassari's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, Bassari may not be able to act on or process your acceptance.

An applicant has a right to gain access to the information that Bassari holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to Bassari's registered office.

10. **ENQUIRIES**

Enquiries concerning the Entitlement and Acceptance Form or how to accept our entitlement or apply for additional shares can be obtained by contacting Bassari by telephone on +61 3 9629 9925 or by email at ian@bassari.com.au.



Ian Riley
Secretary
8 August 2014